

LAW OFFICES OF

HUBER LAWRENCE & ABELL

605 THIRD AVENUE  
NEW YORK, N. Y. 10158

TELEPHONE  
(212) 682-6200

FACSIMILE  
(212) 661-5759

WASHINGTON OFFICE  
1001 G STREET, N.W.  
WASHINGTON, D.C. 20006  
(202) 737-3880

**RECEIVED  
ADMINISTRATIVE**

DEC 07 1999

WILLIAM D. BOOTH  
DANIEL S. BROWN  
KATHERINE W. CONSTAN  
SERENA C. DIGNAN  
THEODORE F. DUVER  
ANDREW D. FISHER  
ARYEH B. FISHMAN  
DAVID H. HARRISON  
AMY L. KNOLL  
JASON A. LEWIS  
JOHN R. MATSON, III\*  
MARGARET MAYORA  
ANDREA MENDEZ  
ALESSANDRA M. MESSINEO  
ERIC W. NELSEN  
LORI D. REYNOLDS  
DAN L. ROSENBAUM  
MICHAEL S. SIEGEL  
\*NOT ADMITTED IN NEW YORK

DIRECT DIAL

455-5517

TN REGULATORY AUTHORITY

December 3, 1999

VIA FEDERAL EXPRESS

Mr. David Waddell  
Office of the Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re: Application of FairPoint Communications Corp. for  
a Certificate to Provide Competing Local  
Telecommunications Services

Dear Mr. Waddell:

On behalf of FairPoint Communications Corp.  
("FairPoint"), I am enclosing an original and thirteen copies  
of FairPoint's application for a Certificate to Provide Competing  
Local Telecommunications Services within the State of Tennessee,  
along with the requisite twenty-five dollar (\$25.00) application  
fee.

Please contact me with any questions.

Sincerely,

*Frank J. Miller*  
Frank J. Miller

cc: J. LaPenta  
M. Kent

CK# 19380  
\$25.00 paid

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

REC'D TH  
REGULATORY AUTH.

'99 DEC 7 PM 3 19

UNITED STATES  
EXECUTIVE SECRETARY

In the Matter of the Application of )  
FairPoint Communications Corp. )  
for Certification to Provide Competing Local )  
Telecommunications Services within the )  
State of Tennessee )

Docket No. 99-00947

**APPLICATION OF FAIRPOINT COMMUNICATIONS CORP.**

FairPoint Communications Corp. ("FairPoint" or "Applicant") hereby submits its Application to the Tennessee Regulatory Authority (the "TRA") for certification authorizing it to provide competitive intrastate telecommunications services, including the resale of all forms of intrastate telephone service in the State of Tennessee; the provision of facilities-based private line and switched inter-city service; and the provision of intra-city switched and non-switched services, including local exchange services to business and residential customers, as a facilities-based carrier, throughout the State of Tennessee. Pursuant to the applicable Tennessee Statutes and the Rules and Regulations of the TRA, including TRA Chapter 1220, FairPoint respectfully submits the following information:

**I. Name, Address and Form of Business.**

FairPoint is a Delaware corporation, incorporated on January 23, 1998. A copy of FairPoint's Articles of Incorporation is attached hereto as Exhibit A. FairPoint's authorization to transact business in Tennessee is attached as Exhibit B.

- FairPoint's principal business address and telephone number is:

FairPoint Communications Corp.  
6324 Fairview Rd.  
4<sup>th</sup> Floor  
Charlotte, NC 28210  
Tel (704) 414-2500  
Fax (704) 414-2505

FairPoint does not maintain a principal business address in Tennessee.

- Correspondence concerning this Application, notices, inquiries and other communication, should be directed to:

Frank J. Miller, Esq.  
Huber Lawrence & Abell  
605 Third Avenue  
New York, NY 10158  
Tel (212) 682-6200  
Fax (212) 661-5759

and

John La Penta  
Director of Regulatory Affairs and Carrier Relations  
FairPoint Communications Corp.  
6324 Fairview Rd.  
4<sup>th</sup> Floor  
Charlotte, NC 28210  
Tel (704) 414-2524  
Fax (704) 414-2505

- Registered Agent for Service in the State of Tennessee:

CT Corporation System  
530 Gay Street  
Knoxville, TN 37902

- A list of the names and addresses of the Officers and Directors of FairPoint is provided as Exhibit C.
- FairPoint is wholly-owned by MJD Communications, Inc. ("MJD Communications"). MJD Communications' address is:

MJD Communications, Inc.  
521 East Morehead Street  
Suite 250  
Charlotte, NC 28202  
Tel (704) 344-8150

## **II. Financial Information.**

FairPoint is wholly-owned by MJD Communications, a Delaware corporation. Consolidated financial statements of MJD Communications, attached as Exhibit D, demonstrate the financial viability of the company. In addition, MJD Communications has significant investments in telecommunications operations throughout the United States. Consequently, the Applicant has access to substantial financial resources.

## **III. Tariff, Interconnection Agreements, and Proposed Service Offerings.**

Upon approval of FairPoint's Application to provide competitive intrastate telecommunications services throughout the State of Tennessee and the completion of interconnection negotiations with incumbent local exchange carriers ("ILECs"), FairPoint will promptly file a tariff and price list that complies with all applicable rules and regulations and list the rates, terms and conditions of service. FairPoint then intends to offer service immediately and will lease, or subscribe to and resell, various types of exchange and carrier

access lines, including unbundled local loops, and intra-city, intra-LATA, inter-LATA, and interstate services and facilities of communications common carriers and other entities.

Services and facilities to be resold may include Message Telephone Service, Wide Area Telephone Service ("WATS"), WATS-like services, Foreign Exchange Service, private lines, tie lines, switched and special access service, cellular service, PCS service, local switched service, unbundled local links or ports, switching services, information services, Internet services and other services and facilities of communications common carriers and other entities.

FairPoint may construct, lease or operate its own transmission and switching facilities, utilizing fiber optic, copper, carrier, microwave, digital, analog and other technologies, to connect customers to inter-exchange carrier Points-of-Presence or to other customers on an intra-city, intra-LATA or inter-LATA basis.

Facilities may be used for both switched and private line traffic and will include the provision of local exchange service to business and residential customers. The facilities constructed by FairPoint may be used separately or in conjunction with similar facilities provided by or obtained from other entities.

#### **IV. Customer Contacts.**

The name, address and telephone number for the contact person responsible for tariff questions:

John LaPenta  
Director of Regulatory Affairs and Carrier Relations  
FairPoint Communications Corp.  
6324 Fairview Rd.  
4<sup>th</sup> Floor  
Charlotte, NC 28210  
Tel (704) 414-2524  
Fax (704) 414-2505

**V. Repair and Maintenance**

FairPoint understands the importance of effective customer service for consumers. FairPoint has made arrangements for its customers to call the company at its toll-free customer service number. The name, address and toll-free telephone number that an end-user may contact concerning customer inquiries and complaints is:

Customer Service  
FairPoint Communications Corp.  
99 Troy Road, Suite 100  
East Greenbush, NY 12061  
Toll Free (888) 235-3242

**VI. Managerial Abilities and Technical Competence.**

FairPoint has the technical and management qualifications to provide the proposed services within the State of Tennessee. The necessary technical and managerial expertise is available to FairPoint through MJD Communications' existing management team, as well as its affiliation with various related communications entities. More specifically, Applicant's technical and managerial qualifications are demonstrated by the professional background of key members of its team as described in Exhibit E.

FairPoint's services will satisfy the minimum standards established by the TRA. The Applicant will file and maintain its tariffs in the manner prescribed by the TRA. FairPoint will meet the minimum basic local service standards, including quality of service and billing standards required of all local exchange carriers regulated by the TRA, and will comply with all TRA rules, including Chapter 1220.

FairPoint is certified or otherwise authorized in the following states to provide competitive intrastate telecommunications services: New York, Pennsylvania, Connecticut, Massachusetts, New Hampshire, Maine, Montana, Oregon, and Washington. FairPoint has not been denied such authority in any state and it currently has an Application pending in Vermont.

## **VII. Conclusion**

The verified statements contained in this Application, along with the accompanying exhibits, demonstrate that FairPoint possesses the technical, managerial and financial qualifications required of an applicant for authorization to provide competitive intrastate telecommunications services, including the resale of all forms of intrastate telephone service in the State of Tennessee.

WHEREFORE, FairPoint respectfully requests that the TRA grant it certification authorizing it to provide competitive intrastate telecommunications services within the State of Tennessee.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Frank J. Miller", is written over a horizontal line.

Frank J. Miller, Esq.

Huber Lawrence & Abell

Attorneys for FairPoint Communications Corp.

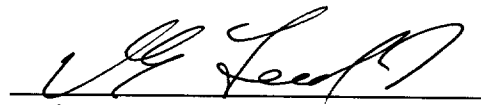


## VERIFICATION

State of North Carolina

County of Mecklinburg

Walter Leach, Jr., being first duly sworn, deposes and says: That he is the Chief Financial Officer for FairPoint Communications Corp., the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof; and that he is authorized by FairPoint Communications Corp. to verify that the contents of the Application are true.



Walter Leach, Jr. .

Chief Financial Officer

FairPoint Communications Corp.

6324 Fairview Road, 4<sup>th</sup> Floor

Charlotte, NC 28210

Subscribed and sworn to before me this

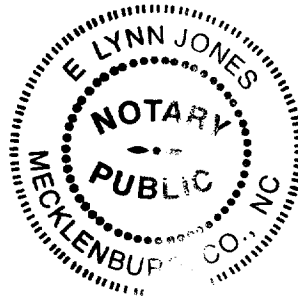
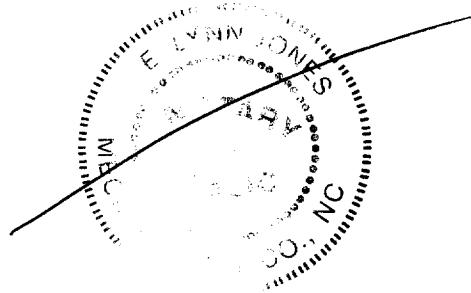
23 day of November, 1999



Notary Public

State of North Carolina

My Commission expires: 2/2/2002



## **List of Exhibits**

Exhibit A	Articles of Incorporation
Exhibit B	Authorization to Transact Business in Tennessee
Exhibit C	Officers and Directors
Exhibit D	Financial Qualifications
Exhibit E	Technical and Managerial Qualifications

**Exhibit A**

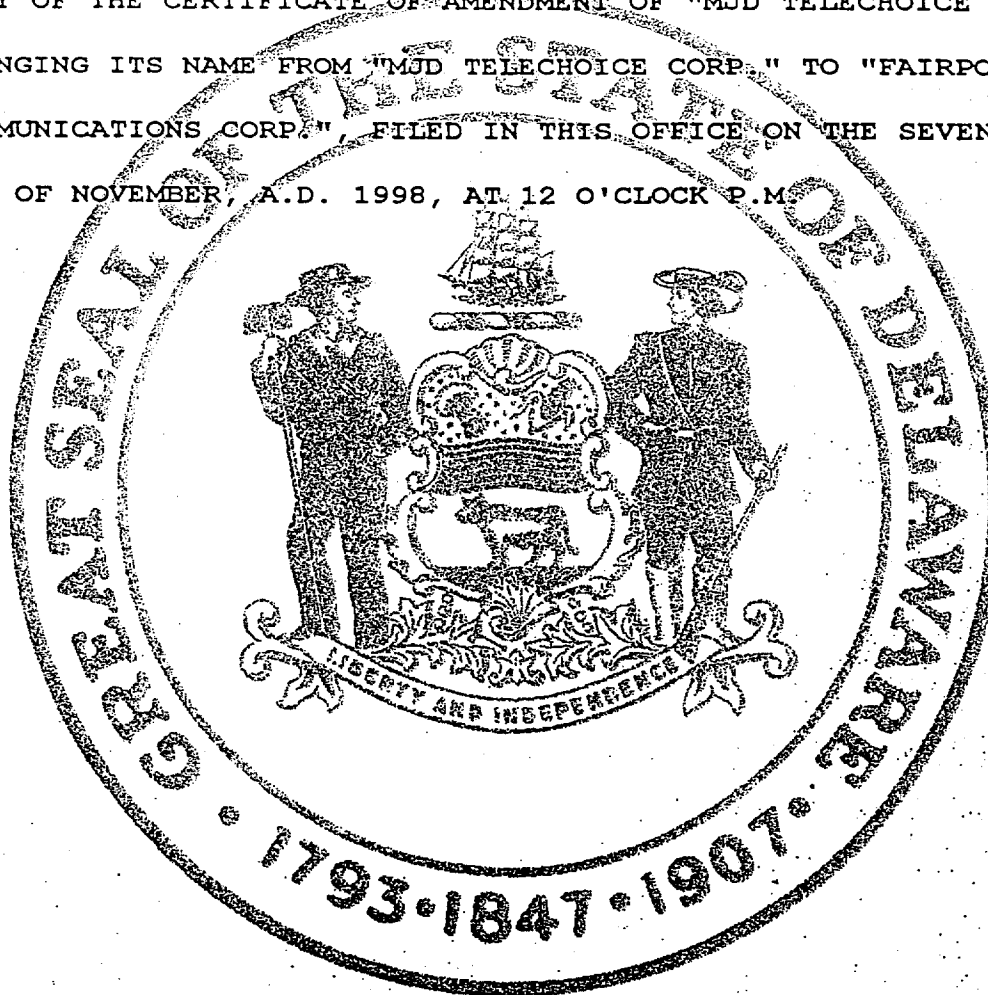
**Articles of Incorporation**

Certified Copy of  
Certificate of Amendment (Name Change)  
(Dated January 21, 1999)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MJD TELECHOICE CORP.", CHANGING ITS NAME FROM "MJD TELECHOICE CORP." TO "FAIRPOINT COMMUNICATIONS CORP.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1998, AT 12 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2849974 8100

991024772

AUTHENTICATION:

9532488

DATE:

01-21-99

11-1-10

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
MJD TELECHOICE CORP.

MJD TeleChoice Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of MJD TeleChoice Corp. be amended by changing the Article numbered "I" thereof so that, as amended, said Article shall be and read as follows:

"I. The name of the corporation (the "Corporation") is FairPoint Communications Corp."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said MJD TeleChoice Corp. has caused this certificate of amendment to be signed by Shirley J. Linn, its Assistant Secretary, as of the 16th day of November, 1998.

MJD TELECHOICE CORP.

By: Shirley J. Linn  
SHIRLEY J. LINN, Assistant Secretary

Certified Copy of  
Certificate of Amendment (Name Change)  
(Dated November 18, 1998)

State of Delaware

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MJD TELECHOICE CORP.", CHANGING ITS NAME FROM "MJD TELECHOICE CORP." TO "FAIRPOINT COMMUNICATIONS CORP.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1998, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2849974 8100

981441798

AUTHENTICATION: 9411410

DATE: 11-18-98



CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
MJD TELECHOICE CORP.

MJD TeleChoice Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of MJD TeleChoice Corp. be amended by changing the Article numbered "I" thereof so that, as amended, said Article shall be and read as follows:

"I. The name of the corporation (the "Corporation") is FairPoint Communications Corp."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said MJD TeleChoice Corp. has caused this certificate of amendment to be signed by Shirley J. Linn, its Assistant Secretary, as of the 16th day of November, 1998.

MJD TELECHOICE CORP.

By: Shirley J. Linn  
SHIRLEY J. LINN, Assistant Sec-  
retary

Certified Copy of  
Certificate of Incorporation  
(Dated January 23, 1998)

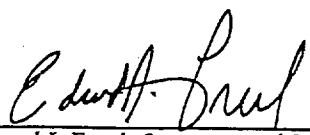
State of Delaware

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MJD TELECHOICE CORP.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 1998, AT 11:45 O'CLOCK A.M.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2849974 8100

981028254

AUTHENTICATION:

8882223

DATE:

01-23-98

CERTIFICATE OF INCORPORATION

OF

MJD TELECHOICE CORP.

I.

The name of the corporation (the "Corporation") is MJD TeleChoice Corp.

II.

The address of the registered office of the Corporation in the State of Delaware is the Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801, and the name of its registered agent at that address is The Corporation Trust Company.

III.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

IV.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock comprising one class and the par value of each share is \$.01.

V.

The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

VI.

The Corporation shall have perpetual existence.

## VII.

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the General Corporation Law of the State of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

## VIII.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation, subject to any specific limitation on such power provided by any Bylaws adopted by the stockholders.

## IX.

Election of the Corporation's directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation so provide.

## X.

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article X shall not eliminate or limit the liability of a director (i) for any

breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which such director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.

XI.

The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware (or any successor section thereof), as amended from time to time, (i) indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section and (ii) advance expenses to any and all said persons. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such offices, and shall continue as to persons who have ceased to be directors, officers, employees or agents and shall inure to the benefit of the heirs, executors and administrators of such persons.

XII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

XIII.

The name and mailing address of the sole incorporator of the Corporation are:

<u>Name</u>	<u>Mailing Address</u>
Shirley J. Linn	Underwood Kinsey Warren & Tucker, P.A. 201 South College Street Suite 2020 Charlotte, NC 28244-2020

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22<sup>nd</sup> day of January, 1998.

Shirley J. Linn

Name: SHIRLEY J. LINN, Incorporator

**Exhibit B**

**Authorization to Transact Business in Tennessee**



# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/15/1999  
REQUEST NUMBER: 99319138

CHARTER/QUALIFICATION DATE: 11/15/1999  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0379868  
JURISDICTION: DELAWARE

TO:  
CAPITAL FILING SERVICE, INC.  
7051 HIGHWAY 70 SO.  
NO. 333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE, INC.  
7051 HIGHWAY 70 SO.  
NO. 333  
NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"FAIRPOINT COMMUNICATIONS CORP."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE  
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE  
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3765-1279	11/15/1999	QUAL-PROFIT	NAM DUR STK PRN OPC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 11/15/99

### FEES

FROM:  
CAPITAL FILING SERVICE, INC.  
PMB 333  
7051 HWY 70 SOUTH  
NASHVILLE, TN 37221-0000

RECEIVED: \$120.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$120.00

RECEIPT NUMBER: 00002572152  
ACCOUNT NUMBER: 00101230

*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



# APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FairPoint Communications Corp.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is FairPoint Communications Corp.

If different, the name under which the certificate of authority is to be obtained is \_\_\_\_\_

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is January 23, 1998 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_

4. The complete street address (including zip code) of its principal office is \_\_\_\_\_

6234 Fairview Rd., Suite 400, Charlotte, North Carolina 28210

Street	City	State/Country	Zip Code
6234 Fairview Rd., Suite 400	Charlotte	North Carolina	28210

5. The complete street address (including the county and the zip code) of its registered office in this state is \_\_\_\_\_

c/o C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox

Street	City/State	County	Zip Code
c/o C T Corporation System, 530 Gay Street	Knoxville, Tennessee	County of Knox	37902

The name of its registered agent at that office is \_\_\_\_\_

C T Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See attached list of officers

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See attached list of directors

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

N/A, 19\_\_\_\_ (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State of the State of Tennessee.]

FairPoint Communications Corp.

**OFFICERS:**

<b><u>Name</u></b>	<b><u>Office/Title</u></b>	<b><u>Business Address</u></b>
Jack H. Thomas	Chairman	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
G. Brady Buckley	President and Chief Executive Officer	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Eugene B. Johnson	Officer -- Executive Vice President and Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Walter E. Leach, Jr.	Officer -- Chief Financial Officer, Senior Vice President and Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Timothy W. Henry	Officer -- Vice President Finance, Treasurer and Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Ryan D. Cure	Officer--Controller	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Neil A. Torpey	Officer -- Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Shirley J. Linn	Officer -- Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210

**DIRECTORS:**

<u>Name</u>	<u>Office/Title</u>	<u>Business Address</u>
Jack H. Thomas	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Eugene B. Johnson	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Daniel G. Bergstein	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Meyer Haberman	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Frank K. Bynum, Jr.	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
George E. Matelich	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Nelson Schwab III	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210

18 7553 1121312  
State of Delaware

PAGE 1

Office of the Secretary of State

RECEIVED  
NOV 15 11:12  
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRPOINT COMMUNICATIONS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2849974 8300

991439551

*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0031170

DATE: 10-18-99

## **Exhibit C**

### **NAMES OF OFFICERS AND DIRECTORS OF FAIRPOINT COMMUNICATIONS CORP.**

Daniel J. Bergstein	Director, Chairman
Meyer Haberman	Director
Eugene B. Johnson	Director, Senior VP, Assistant Secretary
Reid G. Leggett	Director
George E. Matelich	Director
Nelson Schwab III	Director
Jack H. Thomas	Director
G. Brady Buckley	President & CEO
Walter E. Leach, Jr.	Treasurer
Ryan Cure	Vice President, Controller
Pam Clark	Assistant Secretary, Treasurer
Frank K. Bynum, Jr.	Director
Timothy Henry	Vice President of Finance
Neil Torpey	Assistant Secretary
Shirley J. Linn	Assistant Secretary

The address for everyone above is:

6324 Fairview Road, 4<sup>th</sup> Floor  
Charlotte, NC 28210

**Exhibit D**  
**Financial Qualifications**

MJD Communications, Inc. and Subsidiaries  
Condensed Consolidated Balance Sheets

Assets	December 31, 1998	December 31, 1997
	(unaudited)	
Current Assets:		
Cash and cash equivalents	\$ 13,240,891	6,822,462
Accounts receivable and other	22,394,790	10,318,406
Total current assets	35,635,681	17,140,868
Property, plant and equipment, net	142,320,999	61,206,890
Other assets:		
Investments	37,893,758	11,423,521
Goodwill, net of accumulated amortization	203,866,601	50,432,932
Deferred charges and other assets	21,173,488	4,408,568
Total other assets	262,933,847	66,265,021
Total assets	\$ 440,890,527	144,612,779
<b>Liabilities and Stockholders' Equity (Deficit)</b>		
Current Liabilities:		
Accounts payable	\$ 10,153,421	4,999,714
Current portion of long-term debt, capital lease and other	4,383,021	5,721,039
Demand notes payable	754,000	879,000
Accrued interest payable	3,946,563	2,818,769
Other accrued liabilities	6,841,253	2,614,646
Total current liabilities	26,078,258	17,033,168
Long-term liabilities:		
Long-term debt, net of current portion	164,610,026	126,502,779
Subordinated debt	200,000,000	109,246
Put Warrant Obligation	4,169,000	3,455,500
Deferred credits and other long-term liabilities	32,712,058	7,960,599
Total long-term liabilities	401,491,084	138,028,124
Minority interest	434,818	360,101
Redeemable preferred stock	-	130,164
Common stock subject to put option	3,000,000	
Stockholders' equity (deficit):		
Common stock	18,110	8,810
Additional paid-in capital	45,734,418	16,905,977
Retained deficit	(35,866,161)	(27,853,565)
Total stockholders' equity (deficit)	9,886,367	(10,938,778)
Total liabilities and stockholders' equity (deficit)	\$ 440,890,527	144,612,779



MJD Communications, Inc. and Subsidiaries  
Condensed Consolidated Statements of Operations

	Three months ended December 31,		Year ended December 31,	
	1998	1997	1998	1997
	(Unaudited)	(Unaudited)	(Unaudited)	
Operating revenues:				
Switched services	\$ 22,838,616	12,189,529	72,124,469	39,257,363
Other	5,892,282	4,080,509	19,883,088	8,505,925
Total operating revenues	28,730,898	16,270,038	92,007,557	47,763,288
Operating expenses:				
Plant operations	4,525,712	1,869,786	14,292,560	6,856,901
Corporate and customer service	7,966,697	5,384,239	22,274,818	11,580,804
Depreciation and amortization	6,676,999	2,678,204	20,089,395	8,777,103
Cost of services sold	2,002,445	2,488,351	6,162,893	4,790,970
Other	5,256,810	1,100,125	12,625,232	3,318,258
Total operating expenses	26,428,663	13,520,705	75,444,898	35,324,036
Income from operations	2,302,235	2,749,333	16,562,659	12,439,252
Other income (expense):				
Net gain on sale of investments	(9,406)	(19,229)	651,078	(19,229)
Interest income	168,837	56,272	441,992	212,035
Dividend income	1,004,293	1,182,124	1,119,188	1,182,124
Interest expense	(9,551,357)	(2,938,710)	(27,170,655)	(9,293,104)
Other, net	583,778	139,649	885,320	139,972
Total other expense	(7,803,855)	(1,579,894)	(24,073,077)	(7,778,202)
Earnings (loss) before income taxes and extraordinary item	(5,501,620)	1,169,439	(7,510,418)	4,661,050
Income tax (expense) benefit	1,414,295	(223,847)	2,111,508	(1,875,634)
Earnings (loss) before extraordinary item	(4,087,325)	945,592	(5,398,910)	2,785,416
Extraordinary item net of tax			(2,520,943)	(3,611,624)
Earnings (loss) before minority interest	(4,087,325)	945,592	(7,919,853)	(826,208)
Minority interest in income of subsidiaries	(12,481)	(36,532)	(80,453)	(61,635)
Net earnings (loss)	\$ (4,099,806)	909,060	(8,000,306)	(887,843)

MJD Communications, Inc. and Subsidiaries  
Condensed Consolidated Statements of Cash Flows

	Year ended December 31,	
	1998	1997
	(Unaudited)	
Cash flows from operating activities:		
Net loss	\$ (8,000,306 )	(887,843 )
Adjustments to reconcile net loss to net cash provided by operating Activities:		
Depreciation and amortization	21,533,034	9,093,037
Other non cash expenses (income)	(2,894,755 )	(686,504 )
Loss on early retirement of debt	2,896,600	1,864,428
Changes in assets and liabilities arising from operations, net of acquisitions:		
Accounts receivable	6,633,230	(1,669,115 )
Accounts payable and accrued expenses	415,448	3,020,470
Minority interest	80,453	61,635
Income taxes recoverable	(5,797,796 )	(956,119 )
Total adjustments	22,866,214	10,727,832
Net cash provided by operating activities	14,865,908	9,839,989
Cash flows from investing activities:		
Net capital additions	(12,324,293 )	(8,141,250 )
Acquisitions of telephone properties	(217,080,932 )	(30,845,006 )
Other, net	3,883,961	19,296
Net cash used in investing activities	(225,521,264 )	(38,966,960 )
Cash flows from financing activities:		
Loan origination costs	(17,345,090 )	(1,949,205 )
Proceeds from issuance of long-term debt	510,582,591	71,134,318
Repayment of long-term debt	(307,763,307 )	(22,104,295 )
Net proceeds from the issuance of common stock	31,837,742	15,875,104
Dividends paid to stockholders	(18,026 )	(283,130 )
Repurchase of stock and warrants	(175,271 )	(31,487,339 )
Other, net	(44,854 )	511,248
Net cash provided by financing activities	217,073,785	31,696,701
Net increase in cash and cash equivalents	6,418,429	2,569,730
Cash and cash equivalents, beginning of period	6,822,462	4,252,732
Cash and cash equivalents, end of period	\$ 13,240,891	6,822,462

## **Exhibit E**

### **Technical and Managerial Qualifications**

**Professional Biographies**  
**FairPoint Communications Corp. Senior Management Team**

**Brady Buckley, President and CEO**, began his career with U.S. Sprint, he also served as Vice President of LDDS Worldcom. Prior to joining FairPoint Communications, Brady served as President of American Telco, Inc., a Houston-based telecommunications firm that was the first company to provide combined local and long distance phone service in Texas. Under Brady's leadership, the company's revenues increased 50 percent and its asset value rose from \$55 million to \$130 million in two and a half years.

**Jeff Touse, Vice President of Sales**, also brings a lengthy career with American Telco, of Texas at which he began 10 years ago as an account representative. As Jeff's career grew he left Dallas for the Houston office where he continued to be on the move until he ended his career with Telco. Upon his departure Jeff held the Vice President of Sales position for 2 years and maintained responsibility for over 200 people.

**Dan Yamin, Vice President of Marketing and Product Development**, was Vice President of Customer Operations/Sales and Marketing for Taconic Telephone Corp.. Dan was employed with Taconic since 1989, he previously served as Director of Customer Operations/Sales and Marketing for the company. Prior to Taconic, Dan was an account executive for Rochester Telephone Business Marketing and a telecommunications manager for a Gulf & Western Company.

**Thomas Iachetta, Vice President of Information Systems** prior position was Vice President of Planning and Business Development for Taconic Telephone Corp. Mr. Iachetta was employed at Taconic since 1985 and previously served as Director of Planning and Business Development. Prior to that, he served as Manager of Network and Information Services. He was responsible for all aspects of corporate planning for Taconic and its subsidiaries while overseeing information systems. He was responsible for Taconic Cellular Corp., Taconet Corp., a sophisticated SS7 network and Taconic TelCom Corp., a long distance service provider.

**Stephen Lagasse - Vice President of Customer Service**. Before his promotion, Lagasse was the Director of FairPoint's Operation Center, responsible for various aspects of Customer Service initiatives. Steve is now responsible for Customer Service, Provisioning, and Repair. Steve brings 14 years of telecommunications experience to his new position, including Engineering responsibilities with Bell Atlantic, and Operations and Market Development positions with NYNEX.

**Patrick L. Eudy, Vice President Business Development**, career encompasses operating experience in the communications industry, investment banking, and consulting. Mr. Eudy was Vice President - Business Development for MJD Communications, Inc. While with MJD, Mr. Eudy developed the competitive local exchange business plan which led to the creation of FairPoint Communications. Mr. Eudy managed the start-up and daily operations of FairPoint from November 1997 until July 1998. From 1994 to 1997, Mr. Eudy was employed in various capacities with CruisePhone, Inc. where most recently he was Vice President - Market Development.

**Cliff Kane, Vice President of Network Services**, was President and Founder of the recently sold Data Active, Incorporated. Previous to his involvement with Data Active he founded Fiber Business Networks, Incorporated of Hawthorne, New York. Under Cliff's leadership the company grew rapidly and focused on voice and data communication networks.